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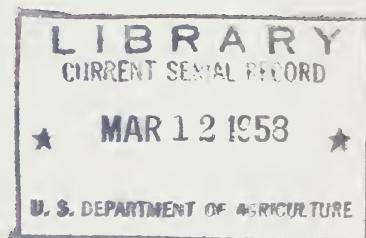


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"Mr. Chairman --"



BY IRWIN W. RUST



(U.S. FARMER COOPERATIVE SERVICE  
U. S. DEPARTMENT OF AGRICULTURE

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# "Mr. Chairman--"

by IRWIN W. RUST  
*Farmer Cooperative Service.*

## I. Principles of Parliamentary Law, Order of Business, and What Constitutes a Quorum

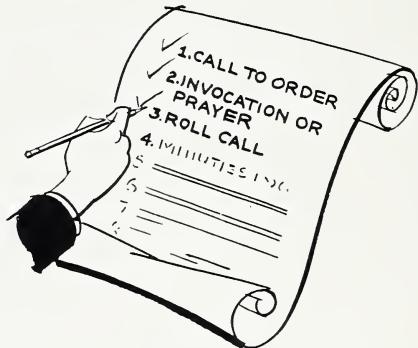
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FARMER cooperatives have their full quota of meetings — boards of directors and membership gatherings in the main. All of them need to be conducted on a businesslike basis and follow general rules that have developed over the years.

The farmer who is president usually is chairman of the co-op meeting. Upon him lies the responsibility for keeping the meeting running smoothly, and headed in the right direction. He must know how to get the meeting started and, equally important, how and when to stop.

This series of three articles will map out some general road signs for the chairman. It will also give the other farmer members on the board and in the larger meetings some general guidelines on how they can present their ideas under democratic rules worked out and now accepted as SMP (Standard Meeting Procedure). This information has been gathered from many sources and presented here as highlights of the prescribed "Rules of Order."

This first article outlines principles of parliamentary law, order of business, and what constitutes a quorum. The second will cover various types of motions and rules for discussing them, and the last will discuss voting, nominating officers, and minutes.—*Editor.*



BEFORE the "meeting will come to order" call goes out from any co-op chairman, he and the people assembled before him need to have some understanding of why certain procedures are followed. These reasons are based on principles of parliamentary law that are the outgrowth of long years of development of our democratic procedures.

The chairman and his audience will then need to know how to proceed—that is, the proper order of business, and how many must be present to make the meeting binding.

Since any group meeting is guided by a chairman or presiding officer, it is his responsibility to be familiar with the principles and practices of orderly and democratic group action. And if a member wishes to speak, he will feel less self-conscious if he has an idea of the correct way to present his ideas.

Let us turn first to why we need to know parliamentary procedure. Strict knowledge of and adherence to the laws

of such procedure make for a healthy, well organized and efficiently operated cooperative meeting. Failure to observe the rules leads to dissension, misunderstanding, inefficiency and loss of those individual rights associated with a democracy.

## THIS



Parliamentary law is designed to enable meetings to be conducted smoothly and fairly. Like other laws governing social behavior, parliamentary law, as expressed in rules of order, has been developed out of years of experience in living together and working together democratically and harmoniously. Since the majority rules in a democratic organization, parliamentary law is designed to aid in finding what the majority wishes and assuring that those wishes are carried out.

In special cases, organizations may have a rule calling for more than a majority vote on an issue. This could be designed to protect the minority in vital issues, but it also makes it possible for a minority to thwart the will of the majority. A person joining a democratic organization knows that in such a group the majority rules and that in joining such a group he is agreeing to abide by the will of the majority. At the same time, the minority in an organization has a right to be heard in discussions, and to oppose actions contemplated by the majority.

Every member of an organization has equal rights and privileges and in return owes the organization equal obligations.

Every member may propose motions, vote, ask questions in meetings, and nominate officers.

Conversely, every member must respect the rights of other members, must take an intelligent part in the affairs of the organization, and must express himself where such expression is called for. Such expression may take the form of a vote, or perhaps participation in discussions.

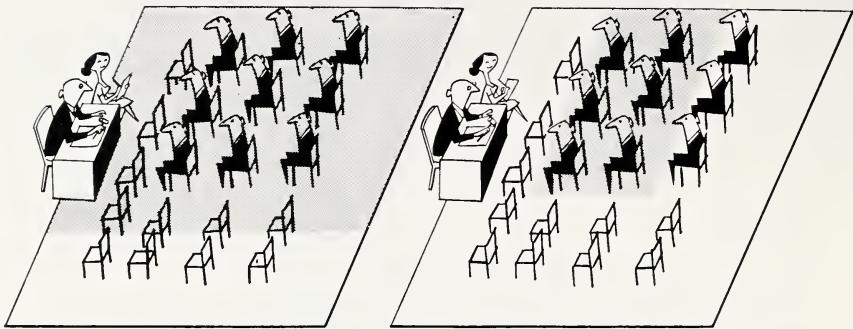
In this connection, it is important that every member has a right to insist upon a complete discussion of any issue involving a decision by the group, and to take part in such discussion. In order for discussion to be fruitful, members in attendance at a meeting must know what is going on. For example, the presiding officer must make it clear to members what motion is being discussed, what its effect will be, and the manner in which parliamentary law applies to procedural motions relating to the main motion.

The presiding officer may engage in general discussions, but should be careful to observe strict impartiality. If he wishes to engage actively in debate on a question, he should turn his chair over to a vice-chairman and speak from the floor. His chief responsibility is to so conduct the meeting that parliamentary procedure is carefully observed.

## NOT THIS



Much of the business of a meeting is implemented through motions which will be discussed more in detail later. With motions as with other meeting activities, parliamentary law calls for the



The shaded areas represent prescribed quorums. With the larger quorum, attendance is insufficient and no business can be conducted. With the smaller quorum, the same attendance is large enough to exceed the required number and the meeting may legally proceed.

simplest possible method of conduct and action. If one motion can be made which will accomplish the same purpose as two or more consecutive motions, the one motion should be used.

It is the duty of the presiding officer to make sure that the simplest and most direct solutions to problems be used. Any attempt to complicate issues should be ruled out of order. To this end, each motion before a meeting must be considered separately. When a question is being considered, the presiding officer may only entertain (permit) a motion having higher priority. This is because there is a precise order of priority for motions, based on their relative importance.

The program for a meeting is called the **order of business**. In organizations operating in accordance with a written constitution or bylaws calling for a definite sequence of business, the order can be changed by motion to suspend the rules. With groups not so formally organized, an established order of business may be changed by unanimous consent.

If a change of the usual order of business will enable the meeting to proceed more efficiently and expeditiously, such a change should be made. The order of business of any meeting, be it a board or committee meeting, general member meeting or convention, is designed to aid, not hinder, the conduct of the affairs of the group. It is a tool, not a master. As a general rule, the following order of business is a good one to use:

1. *Call to order.* The presiding officer calls the meeting to order by some suitable announcement such as: "Will the meeting please come to order."

2. *Invocation or prayer.* If there is to be an invocation or prayer, the chairman calls upon someone present. Courtesy dictates that the person chosen to give the invocation be consulted prior to the meeting so that he will be prepared when called upon.

3. *Roll call.* The chairman may next ask the secretary to call the roll, especially if it seems necessary to assure the presence of a quorum. A roll call is not mandatory, but may be desirable, depending upon the circumstances.

4. *Minutes of the previous meeting.* The presiding officer next calls upon the secretary to read the minutes of the previous meeting. Corrections or additions are then called for, following which the chairman may declare the minutes to be approved as read, or as corrected, or may entertain a motion to that effect.

5. *Reports.* Following the reading and approval of the minutes, the chairman may call for committee reports.

6. *Old business.* Next comes any unfinished business. The chairman should declare that "unfinished business is now in order." It is the chairman's responsibility to have a record of any old business, which may include motions postponed from previous meetings as well as matters set up in the agenda for the meeting in question.

7. *New business.* At the conclusion of unfinished business, the chairman then calls for new business, saying "New business is in order." If nothing is brought up by those present, but the chairman knows of matters which call for action, he should so state, and ask members if they care to make any motion on the matters suggested.

8. *Announcements* follow the conclusion of new business, coming first from members and last from the chairman.

9. *Adjournment.* When announcements have been completed, and the presiding officer has made sure that there is no further business to come before the meeting, or perhaps that no more time is available, he should call for a motion to adjourn.

The motion to adjourn takes precedence over all other motions, requires a second, is not debatable, must have a majority vote, and must be put to a vote immediately after it has been made and seconded. If the motion to adjourn carries, the presiding officer must declare the meeting adjourned. The meeting is not officially adjourned, however, until the announcement is actually made by the presiding officer.

Step number 3 above mentions the roll call as a method of establishing

whether a quorum was present. A quorum is the number of members, or the percentage of total members in good standing, who must be present at the meeting in order for it legally to transact business. A meeting at which a quorum is not present should not be called to order except to vote to adjourn to another meeting time. A quorum is not required to vote to adjourn.

In many organizations the requirements for a quorum are set out in the bylaws.

In organizations which find it difficult to persuade members to attend meetings, the quorum may be set very low. Those organizations whose membership is apt to fluctuate may find it to their advantage to set the quorum at a percentage of the total membership, say one-fourth or one-fifth. Some organizations provide that the members present at any meeting, regardless of their number, shall constitute a quorum.

Lacking any written provision, parliamentary law holds that a majority of the members constitutes a quorum.

If a member at a meeting feels that a quorum is not present, he has a right to ask for a roll call, and the presiding officer must order the secretary to call the roll.

## II. Motions and Rules for Discussing Them

MAKING motions and then talking them over before voting are important parts of a business meeting. The how-to is important, also, to be sure standard meeting procedure prevails. First we will take up motions.

Motions are the tools used to bring up the formal business at a meeting. Motions are of two basic kinds: (1) those calling for some kind of action—for example, "I move that the XYZ Cooperative purchase one half-ton pickup truck," and (2) those putting the organization on record as expressing some sentiments or opinion—for example, "I move that this cooperative adopt the following resolution: *'Resolved:* that XYZ Cooperative is in favor of taking

an active part in National Farm and City Week."

This is the way to present a motion. The member wishing to make the motion rises and addresses the presiding officer, using his official title or simply saying, "Mr. Chairman" or "Madam Chairman." The presiding officer must then recognize the member, who presents his motion. The presiding officer then calls for a second to the motion, unless it has already been seconded, saying, "Is there a second to the motion?"

Following the seconding of the motion, to make sure that everyone has heard it and that the secretary has it properly recorded in the minutes, the presiding officer restates the motion as

follows: "It has been moved and seconded that ..... Is there any discussion?" After the restatement by the presiding officer, the members may discuss it and then vote.

The presiding officer must exercise great care to observe parliamentary law applying to motions. A motion may be made only after the last speaker has finished his remarks, yielded the floor, and the presiding officer has recognized the new member. He does this by ad-

that a motion must be of interest to at least two members of an organization if it is to be allowed to take up the time of the group.

If there is no second, even after the presiding officer has restated the motion and has called for a second by saying, "Is there a second to the motion?" he should state: "The motion is lost for lack of a second."

Four classes of motions are used in meetings, and they must be voted upon in a definite order of preference.

*Main motions* are those which formally state and bring business before a meeting. "I move that XYZ Cooperative buy a pickup truck," is an example of a main motion. Main motions are voted upon last in the order of precedence.

*Subsidiary motions* amend or in some way alter the disposition of main motions, and must therefore be considered and voted upon ahead of the main motion to which they apply. An example of a subsidiary motion would be, "I move to insert the word 'half-ton' before the word 'pickup,'" or "I move that the purchase of a pickup truck be referred to the finance committee."

*Incidental motions* must be acted upon before subsidiary or main motions in the order of precedence and usually involve such matters as rules of order and the rights of members. For example, if the presiding officer entertains an amendment before a previous amendment has been acted upon, a member may rise and say, "I rise to a point of order. There is already one amendment pending." The chairman would agree and rule the second amendment out of order.

*Privileged motions* have the highest priority, and must be acted upon ahead of any other motions which may be pending. The three privileged motions in the order of their priority are (1) to adjourn, (2) to recess, and (3) personal privilege. For example, a member may interrupt a speaker to say, "Mr. Chairman, I rise to a point of personal privilege. The light on the stage is shining in our eyes and we are unable to see the demonstration." It is the duty of the presiding officer to attend to the matter



dressing the rising member by his name, if it is known, or by some other acknowledgment which will make it clear just who is being recognized.

Where several members simultaneously want to be recognized, the order of preference for recognition may be as follows: The member who explains a proposal should have the first opportunity to offer a motion. The member who has not engaged in the discussion should be recognized ahead of one who has already spoken. The member who rarely speaks should be recognized before the member who is constantly on his feet. The member who is opposed to a proposition should be given an opportunity to follow one who is in favor of the proposition.

As a general rule, after a motion has been made it must be seconded by another member, who need not wait for recognition from the presiding officer. This requirement is based on the theory



at once, since it involves the immediate comfort or right of a member.

As a general rule, when a member has been recognized by the chairman and given the floor—that is, the right to speak—he may not be interrupted. However, there are a few instances where a speaker may be interrupted by another member wishing to make a motion which by its nature is subject to a time limit or which requires immediate attention. For example, a motion to reconsider a vote must be made at the same meeting at which the vote was taken, or the next business day if the meeting is part of a convention program. If the motion to reconsider is not made within the time limit specified above, it may not be made at all.

In the same way, a motion requiring immediate attention, such as a question involving personal privilege (the light shining in the member's eyes, for example) or a question involving a point of order or parliamentary law, may interrupt the speaker.

With the exception of the motion to reconsider a vote, or to appeal a decision, of the presiding officer, the motions which may interrupt a speaker do not require a second.

Most motions are subject to discussion and debate before they are voted upon. Exceptions to this rule are motions which deal with procedure. Since rules

of order and parliamentary law carefully outline procedure for meetings, motions involving procedure can be decided without debate.

Motions can be amended whenever it is possible to vary their form, or wording, without upsetting the central thought. For example, "I move that XYZ Cooperative purchase a pickup truck" could be amended to read "I move that XYZ Cooperative buy a half-ton pickup truck."

It would not be permissible to amend this motion to provide for the purchase of something other than a pickup truck. The proper procedure would be to dispose of the original main motion by vote, and then introduce a new motion covering the additional or alternate purchase.

#### **Every Member Can Take Part**

One of the most important rules of parliamentary law is that every member of an organization has the right to take part in any discussion of business matters at meetings. This is not to say that every member must speak. But if a member wishes to enter into debate on an issue, he must be given an opportunity to be heard.

Fully debatable motions include main motions, motions to amend, to appeal, and to postpone indefinitely. As mentioned previously, a few motions, those involving matters of parliamentary procedure, are not debatable. Debate on a few others, such as a motion to refer a main motion to a committee, is limited to matters like powers and personnel of the committee, and may not involve the merits of the main motion.

There are certain rules for debate which insure an intelligent and orderly discussion. A member wishing to discuss a motion rises when the previous speaker has finished his remarks and addresses the chairman, saying, "Mr. Chairman," and waits to be recognized. As with the original motion, the chairman recognizes him by some phrase which will make it clear to all who is being given the floor (recognized), such as "Mr. Smith," or "the member in the aisle seat in the fourth row."

Having been recognized, the member wishing to speak has the right to be heard as long as he likes, so long as he conforms to the rules of debate. These rules are:

1. The member's remarks must pertain to the question being debated. If he wanders off the subject the chairman must ask him to confine his remarks to the pending question.

2. The member's remarks must be impersonal. The motion being considered, not the member who proposed it, is the subject for debate.

3. The member's remarks must be orderly and courteous. Rude language is sufficient cause for the chairman to refuse the offending member further

right to the floor.

4. The presiding officer must assure that the member holding the floor is being heard. He must insist that the members listen to what is being said, and must not allow any irrelevant discussion.

5. When all who wish to speak have spoken the chairman brings the question to a vote by saying "Is there any further discussion?" If there is none, he then puts the question to a vote.

Even after part of the vote has been taken, if a member wishes to discuss the question he has that right. Should such an event occur, the entire vote must be taken over again. Only when the chairman has announced voting results is debate on a question finally closed.

### III. Voting, Nominating and Minutes

UNDER standard meeting procedure come the duties of voting, nominating and minuting. The presiding officer is on hand to see that these activities are carried out according to convention. First we will discuss voting.

It is a fundamental principle of parliamentary law that the will of the majority rules in a democratic organization. That will is expressed by vote. But there are a number of different concepts of what constitutes a majority. Majority is defined as being "the number greater than one-half." So any number in excess of 50 percent is a simple majority. The problem is to determine "50 percent of what?" All the members? All the members present? A quorum? The total votes cast?

Most organizations operating with a set of bylaws specify in the bylaws the requirements for a quorum. It is a good idea for the bylaws also to define the word "majority" as applied to that organization. In the absence of specific defi-

nitions, over 50 percent of the members of an organization constitutes a quorum, and over 50 percent of a quorum constitutes the majority required to take action binding on the organization.

For certain important decisions, such as amending the bylaws, many organization bylaws require a majority vote greater than a simple majority, say 75 percent of the total membership.

In the case of a tie vote the presiding officer may cast the deciding vote, unless he has already voted.

Where there are more than two alternatives, or more than two candidates to be chosen from, it is possible to have a plurality but not a majority vote for one of the issues or candidates. A plurality would be a total of votes greater than any one of the others received, but not greater than the *combined* votes received by all the others. Unless the organization bylaws permit it, a plurality is not sufficient to pass a motion or elect a candidate.



**Four methods of voting—  
voice vote.**

There are several means by which a vote may be taken. The most common is the voice vote. Here the chairman calls first for the affirmative (in favor of) vote, "All those in favor of this motion please say 'aye,'" and then calls for the negative, "All those opposed please say 'no.'" The chairman decides whether or not the motion has passed on the basis of the relative volume of voices voting.

If the results of a voice vote are uncertain, the chairman may call for a show of hands, or for a rising vote. "Will all those in favor of the motion please rise," and have the secretary count the number voting for and against.

Still another method of voting is the roll call vote. Here the secretary calls the roll and records the yes or no vote of each.

If it is desired to keep the voting secret, it may be done by ballot.

Regardless of the method of voting used, a member may change his vote up to the time the chairman has announced the results.

The chairman always announces results when voting is completed. If it has been a voice vote the chairman will say, "The ayes (or noes) have it. The motion is carried (or lost)." If some member questions the voice vote he may call for a division of the assembly (an actual count of the affirmative and negative votes) in order to determine more accurately the voting of the members.

If the vote has been by ballot or roll call, the chairman must announce the number of votes, reading the affirmative vote first, "The vote is: for—25; against —20; the motion is carried." Both in taking a vote and in announcing the results, the affirmative vote comes first.

Nominations of candidates for offices and committees of an organization may be made by any member present at a meeting where nominations are in order or may be made in the form of a report of a nominating committee.



**show of hands.**

There are a number of advantages to using a nominating committee. Prospective candidates can be interviewed ahead of time to see if they are willing to serve if elected. Their qualifications can be checked. Where different groups exist, or different areas are represented within an organization, the nominating committee method makes it possible to spread officers evenly among the various groups or areas.

The chairman opens nominations at a meeting by saying, at the proper time, "Nominations for the office of \_\_\_\_\_ are now in order." If there is a nominating committee, the chairman at this time will call for the committee report. The report of the nominating committee constitutes nomination of those persons named in the report for the various offices to be filled.

The chairman then asks for any further nominations for each office in turn from the floor (the rest of the members present at the meeting) and adds these names to the names presented by the nominating committee.

If there is no nominating committee, of course all nominations come from the floor. To make a nomination from the floor a member rises, is recognized by the chairman and says, "I nominate Mr. X for ..... (president, secretary, or other office)." Nominations do not require a second.

As each nomination is made the chairman should repeat the name so that every one present knows who is being nominated. Then the secretary records it.

When the chairman feels that no more nominations will be made for an office, he says, "Are there any other nominations for the office of .....?" If there are none, he proceeds to open nomi-

nations for the next office, and so on until there are nominees for all the positions to be filled.

In voting, members do not have to vote for nominated candidates, but may vote for any member who is eligible, except when voting is by voice vote.

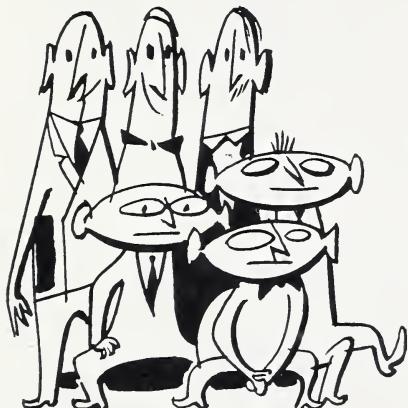
Some meetings do not go through the formality of nominating candidates when voting is done by ballot. Without benefit

of formal nominations, members vote for the eligible member of their choice for each vacant position.

Unless provided for otherwise in by-laws, a simple majority of all votes cast is necessary to elect a nominee to office. Lacking such a majority, the vote must be taken over. This could happen if there are several candidates for one office. One way to solve this problem, should it arise, would be to require that the candidate with the smallest number of votes withdraw from the race at each successive balloting.

In the absence of provision to the contrary in the bylaws, a candidate takes office as soon as elected if he is present at the meeting and agrees to accept the position, or if he is absent but has agreed to accept if elected. If he is not present and has not been consulted, his election becomes effective as soon as he has been notified and has not refused to serve.

The secretary keeps the minutes of the meeting. They are a record of what took place at the meeting, and they list things done, business introduced, motions made, committee reports submitted, voting on motions. If a vote is counted, or a roll call taken, the secretary should record the figures and names. Although the secretary may summarize reports, it is better to put in the minutes simply that the report was made, and then say the copy of the report is on file with the secretary for complete details.



**rising vote,**

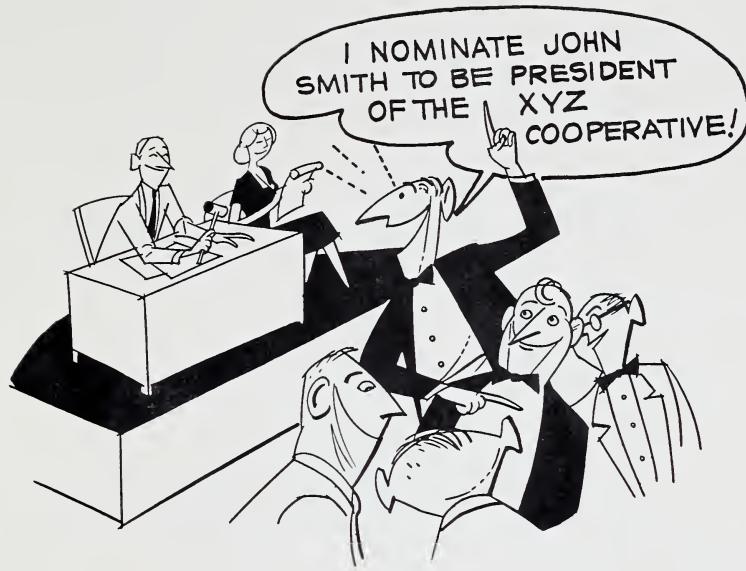
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**and ballot.**



Usually it is good practice for the secretary to make notes as the meeting progresses, and write up the final minutes after the meeting is over. When completed, minutes are filed in a special minutes book. They must be signed by the secretary, and kept in his possession, subject to inspection by any member who wishes to see them.

There is no place in minutes for editorializing. Such remarks as "There was a witty exchange" or "Mr. X made an excellent report" are out of place. Minutes record business, not emotions.

The opening sentence in the minutes of a meeting should include the name of the organization, type of meeting (regular, adjourned), the time, place, date, and name of the chairman.

It is good practice at each meeting to hear the minutes of the previous meeting. Minutes give continuity to a meeting, bringing the members up-to-date on organization affairs. Where the reading of minutes is deferred, this continuity is lost.

It is the duty of the secretary to read the minutes. At the proper place in the order of business, the chairman should call for the secretary to read the minutes of the previous meeting. When the sec-

retary has finished reading, the chairman should say, "Are there any additions or corrections to the minutes?" If none are suggested, the chairman then says, "If not, they stand approved as read."

If corrections are suggested they may be adopted by unanimous consent, or put to a vote if there is a division of opinion as to the corrections suggested. After corrections have been made the chairman may then say, "If there are no further additions or corrections, the minutes will stand approved as corrected."

After the minutes have been approved, either with or without corrections, the secretary writes "approved" at the bottom of the minutes, the date of the approval, and his name or initials.

The key person at any meeting, whether it be a board of directors, a committee, or a meeting of all the members, is the presiding officer, usually the chairman. In this series of three articles, we have emphasized the vital part he plays. It is his responsibility to make sure that each one present has had a chance to express himself, and at the same time see to it that the business for which the meeting was called is taken care of.



In order to do all those things the presiding officer must be tactful, courteous, must know all about the business of his organization, and must have a good grasp of parliamentary procedure. He must keep the discussion focused on the problem at hand, must be able to guide the meeting without coercing the members, and must be at all times impartial and impersonal.

The presiding officer has a number of duties he cannot delegate to others. He must call the meeting to order, dispose of the business at hand in the proper

sequence, keep the meeting orderly. He must recognize members who wish to speak, must restate all motions to be sure that all have heard, and if possible explain the effect of the motion where uncertainty exists. He must keep any discussion centered on the problem, and must understand parliamentary law well enough to keep the meeting functioning in accordance with that law.

With a presiding officer who can do all these things, meetings will be interesting, democratic and fruitful.

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